



# St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1757

November 13, 1991

RECORDATION NO. 8368-E FILED 1425

NOV 18 1991 -3 40 PM

Mr. Sidney L. Strickland  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

RE: Conditional Sale Agreement and Agreement and  
Assignment dated as of June 1, 1976, among  
St. Louis Southwestern Railway Company, First  
Pennsylvania Bank, N.A. (now CoreStates Bank,  
N.A.), as Assignee, and Pullman Incorporation  
(Pullman Standard Division), as Builder

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of Title 49, United States Code, Section 11303, are an original and four (4) fully executed counterparts of a Declaration of Full Payment, dated November 7, 1991, between St. Louis Southwestern Railway Company and CoreStates Bank, N.A. (formerly First Pennsylvania Bank, N.A.) terminating the above-entitled Conditional Sale Agreement and Agreement and Assignment dated as of June 1, 1976, a secondary document, as defined in the Commission's Rules for Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Conditional Sale Agreement dated as of June 1, 1976, recorded on June 15, 1976, at 11:05 AM, and assigned Recordation No. 8368;

Amendment Agreement dated as of July 1, 1977, recorded on July 22, 1977, at 1:35 PM, assigned Recordation No. 8368-A;

First Supplemental Agreement dated as of July 20, 1981, recorded on July 29, 1981, at 2:40 PM, assigned Recordation No. 8368-B;

Second Supplemental Agreement dated as of June 15, 1987, recorded on July 21, 1987, at 1:25 PM, assigned Recordation No. 8368-C; and

**a Southern Pacific subsidiary**

Mr. Sidney L. Strickland, Jr.  
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Assignment and Transfer of Certain Equipment dated as of  
June 15, 1987, recorded on July 21, 1987, at 1:25 PM,  
assigned Recordation No. 8368-D.

In connection with the recording of the Declaration of Full  
Payment, dated November 7, 1991, terminating the above-entitled  
Conditional Sale Agreement and Agreement and Assignment dated as  
of June 1, 1976, the following information is set forth:

Name and Address of Agent - Assignee:

CoreStates Bank, N.A. (formerly First  
Pennsylvania Bank, N.A.)  
510 Walnut Street  
Philadelphia, Pennsylvania 19106

Name and Address of Vendee:

St. Louis Southwestern Railway Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

Also enclosed is a check in the amount of \$16 to cover the  
required recordation fees.

When the recording of the Declaration of Full Payment has  
been completed, will you kindly endorse, with the pertinent  
recording information, all executed counterparts thereof which  
are presented to you and return four (4) of the same to the  
undersigned.

A short summary of the enclosed documents to appear in the  
Commission's index is:

Declaration of Full Payment dated November 7, 1991,  
executed by CoreStates Bank, N.A., as Agent,  
covering railcars.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

Mrs. Mildred Lee  
November 13, 1991  
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If you have any questions, please feel free to call me.

May you have a speedy recovery from your cataract surgery!!!

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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WRITER'S DIRECT DIAL NUMBER

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November 13, 1991

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GENERAL ATTORNEYS

ROBERT E. PATTERSON  
CECELIA C. FUSICH  
ATTORNEYS

Mrs. Mildred Lee  
Recordation Clerk, Room 2303  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mildred:

This letter is with reference to our telephone conversation on this date in which you informed me that effective October, 1991, the recordation fee has been increased to \$16 per document.

The two checks, totalling \$120, I sent to you on November 6, 1991, covering the recordation filing fees for:

1. St. Louis Southwestern Railway Company Equipment Trust Agreements, Series F and G -- Assignment and Transfer of Certain road Equipment (recordation fees total \$32); and

2. Southern Pacific Transportation Company Equipment trust Agreements, Series 69 and 73 -- Supplements and Assignments and Transfers (recordation fees total \$64);

results in a \$24 balance remaining in Southern Pacific's favor.

Please note that I am enclosing herewith for recordation four (4) Declarations of Full Payment (recordation fees total \$64).

I am enclosing a company check in the amount of \$30 and my personal check in the amount of \$10 to cover the filing fees for all documents sent on November 6 and today.

Again, I would like to thank you for bringing this matter to my attention. What would I do without your dedication???

NOV 18 1991 -3 40 PM

INTERSTATE COMMERCE COMMISSION

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## CONDITIONAL SALE AGREEMENT

Between

PULLMAN INCORPORATED (Pullman Standard Division)

And

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

Dated as of

June 1, 1976

ICC Copy  
This Should Be  
Recordation No.  
8368-E

DECLARATION OF FULL PAYMENT

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supplemented by said First and Second Supplemental Agreements has been paid in full; that all of the terms and conditions of said Conditional Sale Agreement have been performed; that St. Louis Southwestern Railway Company has made all payments and met all charges required by the said Conditional Sale Agreement; that all of the indebtedness under said Conditional Sale Agreement, and the interest thereon, has been satisfied; and that the said Conditional Sale Agreement has terminated.

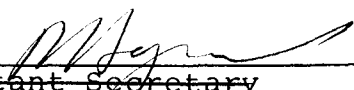
CoreStates Bank, N.A. does hereby consent that the record of its title to all the equipment covered by said Conditional Sale Agreement be cancelled and discharged and that this Declaration may be filed or recorded or noted on the margin of the record of said Conditional Sale Agreement wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, CoreStates Bank, N.A. has caused this instrument to be executed in several counterparts by its proper officers thereunto duly authorized and its corporate seal to be hereto affixed this 7th day of November, 1991.

CORESTATES BANK, N.A.

By   
Corporate Trust Officer

ATTEST:

  
Assistant Secretary  
VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA )  
 )  
CITY AND COUNTY OF PHILADELPHIA )

On this 7th day of November, 1991, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Ronald E. Supra*  
Notary Public